

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

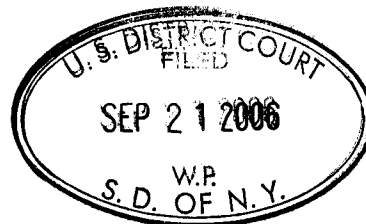
SHAW FAMILY ARCHIVES, LTD.,)
BRADFORD LICENSING, INC., JAMES)
E. DOUGHERTY, and VALHALLA)
PRODUCTIONS, LLC,)

Plaintiffs/Consolidated Defendants,)

v.)

CMG WORLDWIDE, INC., and)
MARILYN MONROE, LLC,)

Defendants/Consolidated Plaintiffs.)



CASE NO. 7:05-cv-03939-CM-MDF
7:06-cv-02619-CM

SWORN DECLARATION OF ATTORNEY
JAMES M. HINSHAW IN SUPPORT OF MOTION TO WITHDRAW

James M. Hinshaw, having first been sworn, states under oath:

1. I am over the age of 18, and am competent to testify based upon my personal knowledge of the matters set forth herein.
2. This Declaration is submitted in support of the Motion to Withdraw Appearance submitted for filing on August 30, 2006 – seeking the withdrawal of attorneys James M. Hinshaw and Hamish S. Cohen.
3. I am a partner with the law firm of Bingham McHale LLP, located in Indianapolis, Indiana. Hamish Cohen was an associate at the same firm, at all relevant times.
4. Hamish Cohen and I originally entered our appearances on behalf of Shaw Family Archives, Ltd. and Bradford Licensing, Inc., when this matter was pending in U.S. District Court for the Southern District of Indiana, Cause No. 1:05-cv-0423-DFH-WTL, located in the State of Indiana.

5. Because this matter has been since transferred to the United States District Court, Southern District of New York, a forum located in the State of New York, this firm's services are no longer needed in either Cause No. 7:06-cv-03939-CM-MDF or 7:06-cv-02619-CM.

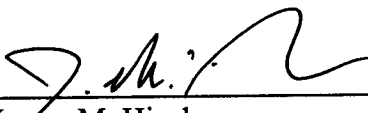
6. Attorneys Brian L. Greben and David Marcus of the New York firm Marcus & Greben will continue to represent Shaw Family Archives, Ltd. and Bradford Licensing, Inc., in both of the New York matters (now consolidated) as they are pending in the United States District Court, Southern District of New York.

7. I have discussed with Defendant Shaw Family Archives, Ltd. and Bradford Licensing, Inc., this withdrawal as their counsel in these matters, and they have consented to said withdrawal.

[Bottom of Page Left Intentionally Blank.]

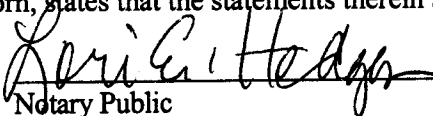
I SWEAR OR AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE FACTS
STATED IN THIS DECLARATION ARE TRUE.

Dated: 9-18-06


James M. Hinshaw
Bingham McHale LLP
2700 Market Tower
10 W. Market Street
Indianapolis, IN 46204-4900
(317) 635-8900
(317) 236-9907
jhinshaw@binghammchale.com

STATE OF INDIANA)
)SS:
COUNTY OF MARION)

Before me, the undersigned, a Notary Public, in and for said County and State, personally
appeared James M. Hinshaw and acknowledged the execution of the foregoing Declaration to be his
voluntary act and deed and who, being duly sworn, states that the statements therein are true and correct.


Notary Public

Printed Name

My Commission Expires:

LORI E. HEDGES Notary Public, Johnson Co., IN My Comm. Expires Dec. 19, 2008
--

1089617